

BALL JANIK LLP

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RECORDATION NO. 24708 FILED !

DEC 01 '03 10-39 AM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

November 28, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of November 28, 2003. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite 3A
Columbus, OH 43240-2050

Lessee:

Environmental Protection & Improvement Company, Inc.
1800 Bering Drive, Suite 1000
Houston, TX 77057

A description of the equipment covered by the Memorandum of Lease Agreement consists of 25 articulated bulk container cars numbered EPIX 91516-91540, inclusive.



BALL JANIK LLP

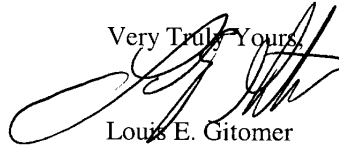
Honorable Vernon A. Williams
November 28, 2003
Page 2

A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite 3A, Columbus, OH 43240-2050, and Environmental Protection & Improvement Company, Inc., 1800 Bering Drive, Suite 1000, Houston, TX 77057, covering 25 articulated bulk container cars numbered EPIX 91516-91540, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO.

247108

FILED

DEC 01 '03

10-39 AM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")
AND
ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC.
("LESSEE")

SURFACE TRANSPORTATION BOARD

Memorandum of a Lease Agreement made and entered into as of NOVEMBER 28, 2003
by and between Banc One Leasing Corporation ("Lessor") and Environmental Protection
& Improvement Company, Inc. ("Lessee").

Witnesseth:


1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A.
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

This Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

Lessor: Banc One Leasing Corporation

By:



Title:



Date:

11/25/03

Lessee: ENVIRONMENTAL PROTECTION &
IMPROVEMENT COMPANY, INC

By: _____

Title: _____

Date: _____

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")
AND
ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC.
("LESSEE")

Memorandum of a Lease Agreement made and entered into as of November 26, 2003
by and between Banc One Leasing Corporation ("Lessor") and Environmental Protection
& Improvement Company, Inc. ("Lessee").

Witnesseth:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A.
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

This Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

Lessor: Banc One Leasing Corporation

By: _____

Title: _____

Date: _____

Lessee: ENVIRONMENTAL PROTECTION &
IMPROVEMENT COMPANY, INC

By: J. Paul H. M.

Title: Vice President

Date: November 26, 2003

STATE OF OHIO

COUNTY OF DELAWARE

On this 25th day of November 2003, before me personally appeared

Mary Heubach, to me personally known, who being by me duly

sworn, says that ~~he~~ ^{she} is the Funding Manager of Banc One Leasing

Corporation, that the foregoing instrument was signed on behalf of said corporation, and

he acknowledged that the execution of the said instrument was the free act and deed of
said corporation.

Mary T. Short

NOTARY PUBLIC

My commission expires: 5/30/05



MARY T. SHORT
Notary Public, State of Ohio
My Commission Expires 05-30-05

STATE OF Texas

COUNTY OF Harris

On this 26th day of November, 2003, before me personally appeared _____

J. Paul Withrow, to me personally known, who being by me duly sworn,

says that he/she is the Vice President of ENVIRONMENTAL

PROTECTION & IMPROVEMENT COMPANY, INC., that the foregoing instrument

the said instrument was the free act and deed of said corporation.

Diana Ellis-Smith
NOTARY PUBLIC

My commission expires: July 14, 2007

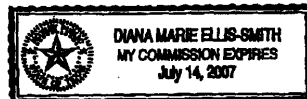


EXHIBIT A

LOCATION: 319 AVENUE (BRILL'S YARD)
(Street Address)

NEWARK, N.J. 07105
(City, State, Zip)

ESSEX
(County)

COST \$2,325,000.00

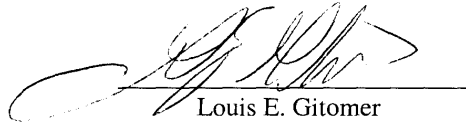
Railcars more fully described below.

(25) ARTICULATED BULK CONTAINER RAILCARS,	
MARKS	CAR#
EPIX	91516-91540

TOGETHER WITH ALL ATTACHMENTS, ADDITIONS, ACCESSIONS, PARTS, REPAIRS,
IMPROVEMENTS, REPLACEMENTS AND SUBSTITUTIONS THERETO.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of November 28, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
November 28, 2003